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**DECLARATION IN SUPPORT OF PATENT APPLICATION  
BEING FILED WITHOUT THE SIGNATURE OF ONE OF THE INVENTORS  
UNDER 37 CFR 1.47**



Declarant, David W. Nagle, Jr., has acted as and is acting as patent counsel for Telemics, Inc. and has first hand knowledge of the facts presented herein.

1. RF Solutions.net, LLC, (hereinafter referred to as "RF Solutions") was formed by Stephen C. Payne, D. Yandell Wood, Jr., Scott C. Roussell, and Gerald E. Janusz in August 1999 as a limited liability company under the laws of the State of Kentucky in an effort to develop and commercialize an operation and verification system for monitoring working components, such as light fixtures (hereinafter referred to as the "Technology"). As part of the formation of the limited liability company, each member of RF Solutions made a capital contribution. Mr. Janusz contribution included "inventions, processes, discoveries, designs, computer programs and applications invented, discovered, written, designed and/or developed by Mr. Janusz and used or useful in connection with the Technology, along with all patents, licenses, copyrights and other intellectual property rights owned by Janusz and relating to the Technology."
2. Subsequent to the formation of RF Solutions, Mr. Janusz assisted in and contributed to the continued development of the Technology (such development also being referred to as the "Project"). Such development work, including the work of Mr. Janusz, was entirely financed by RF Solutions. Declarant was made aware of the existence of the Project and retained as patent counsel in April 2000 by RF Solutions, and thereafter followed the progress of the Project.
3. On June 7, 2000, a Provisional Patent Application, prepared by Declarant, paid for by RF Solutions, and covering all aspects of the Technology, was deposited in the U.S. Mail. This Provisional Patent Application was given a filing date of June 7, 2000 and assigned serial number 60/210,133. The named inventors of the subject matter contained in the Provisional Patent Application were Mr. Janusz and Stephen C. Payne.
4. Mr. Janusz expressly assigned all right, title and interest in the aforementioned Provisional Patent Application to RF Solutions and its successors and assigns. Mr. Janusz

further agreed to cooperate with RF Solutions and to execute any additional documents to apply for or maintain patents for the invention in any country of the world. This "Assignment of Invention and of Letters Patent" is attached as Exhibit A to this Declaration.

5. Mr. Janusz discontinued his work with RF Solutions in late summer of 2000.

6. On April 13, 2001, RF Solutions merged with and into Telemics, Inc. (hereinafter referred to as "Telemics"), a Delaware corporation, as evidenced by an Agreement and Plan of Merger which was properly recorded with the Secretary of State of Delaware and also with the United States Patent and Trademark Office. This United States Patent and Trademark Office Notice of Recordation is attached as Exhibit B to this Declaration. After the merger, Mr. Janusz retained shares in Telemics, the surviving corporation.

7. Following the filing of the Provisional Patent Application, and in the months after since Mr. Janusz discontinued his work with Telemics, development of the Technology continued. As a result of such development, Declarant determined that the patentable invention of most significance actually resulted from the collective contributions of Mr. Janusz, Stephen C. Payne, Timothy J. Prell, and Paul van der Pol.

8. Based on the facts set forth above, Declarant advised Telemics that all patentable inventions arising out of the Project, including during the time period in which Mr. Janusz was working on the Project, are the property of Telemics by law.

9. At and subsequent to the time of his departure, Mr. Janusz stated that he would no longer cooperate with Telemics in their efforts to commercialize the Technology or to obtain patent protection for the invention arising out development of the Technology and that, in the future, he should be contacted through his attorney, Mr. Joseph E. Blandford, Jr.

10. In Spring 2001, Telemics instructed Declarant to prepare a Utility Patent Application claiming priority from the Provisional Application and covering the invention deemed to be most significant. The Utility Patent Application was prepared along with a Declaration and Power of

Attorney for the four inventors, including Mr. Janusz. The other inventors – Stephen C. Payne, Timothy J. Prell, and Paul van der Pol – duly executed the declaration and power of attorney.

11. Although Mr. Janusz had repeatedly expressed his unwillingness to cooperate, on June 6, 2001, Declarant, IN A BONA FIDE ATTEMPT AS REQUIRED BY 37 CFR 1.47 to obtain Mr. Janusz' signature on the declaration of the inventors, forwarded under cover of a letter to Mr. Janusz' attorney, Joseph H. Blandford, Jr. at P. O. Box 70302, Louisville, Kentucky 40270-0302, the completed application and associated Declaration and Power of Attorney (collectively, the "Materials"). The posting of the cover letter and Materials was done by overnight express mail. The letter requested that Mr. Janusz sign the declaration and return it to Declarant or Telemics would proceed with the filing and prosecution of the application in accordance with U. S. Patent and Trademark Office procedures governing refusal of an inventor to execute a declaration. Mr. Blandford duly received the Materials as evidenced by the Express Mail delivery record which together with the letter sent to Mr. Janusz form Exhibit C to this Declaration.

12. Neither Declarant nor Telemics received any response from Mr. Janusz or his attorney.

13. In order to obtain the benefit of the filing date of the pending Provisional Patent Application and to preserve Telemics' rights thereunder, on June 7, 2001, Telemics instructed Declarant to proceed with the filing of the aforementioned Utility Patent Application on behalf of Telemics without Mr. Janusz' signature on the Declaration and Power of Attorney.

14. After receiving a Notice of Missing Parts from the U.S. Patent and Trademark Office, in another attempt to obtain Mr. Janusz' signature, a letter was sent by facsimile to Mr. Janusz' attorney, Joseph H. Blandford, Jr. at his fax number 502-581-1982. The letter stated that Declarant had received no response to the above referenced letter dated June 6, 2001 and, unless Mr. Janusz cooperated and agreed to execute the Declaration identifying him as an inventor, Declarant would proceed in accordance with U.S. Patent and Trademark Office procedures governing refusal of an inventor to execute a declaration. Mr. Blandford received the facsimile as evidenced by the facsimile transaction report, which together with the letter sent to Mr. Blandford on behalf of Mr. Janusz form Exhibit D to this Declaration.

Declarant states that all statements made herein of his own knowledge are true and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or document or any registration resulting therefrom.

DAVID W. NAGLE, JR.

David W. Nagle, Jr.  
Signature of Declarant

8/28/2001  
Date